

Extended to November 16, 2015

Form **990-PF****Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning

, and ending

| | | |
|--|---|--|
| Name of foundation The Frederic C. Hamilton Family Foundation | | A Employer identification number 54-2099318 |
| Number and street (or P.O. box number if mail is not delivered to street address) 1560 Broadway Suite 2200 | Room/suite | B Telephone number (303) 863-3000 |
| City or town, state or province, country, and ZIP or foreign postal code Denver, CO 80202 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 35,041,186. | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B | | | | | |
| 3 Interest on savings and temporary cash investments | | 87,995. | 83,619. | | Statement 2 |
| 4 Dividends and interest from securities | | 70,331. | 68,592. | | Statement 3 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 2,218,716. | | | Statement 1 |
| b Gross sales price for all assets on line 6a 4,854,495. | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 2,207,757. | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10a Gross sales less returns and allowances | | | | | |
| b Less: cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | 120,231. | 128,018. | | Statement 4 |
| 12 Total. Add lines 1 through 11 | | 2,497,273. | 2,487,986. | | |
| 13 Compensation of officers, directors, trustees, etc. | | 0. | 0. | | 0. |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees | | | | | |
| b Accounting fees | | | | | |
| c Other professional fees Stmt 5 | | 47,338. | 47,273. | | 0. |
| 17 Interest | | 11,496. | 11,496. | | 0. |
| 18 Taxes Stmt 6 | | 77,689. | 1,789. | | 0. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses Stmt 7 | | 86. | 86. | | 0. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 136,609. | 60,644. | | 0. |
| 25 Contributions, gifts, grants paid | | 5,656,281. | | | 5,656,281. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 5,792,890. | 60,644. | | 5,656,281. |
| 27 Subtract line 26 from line 12 | | <3,295,617.> | | | |
| a Excess of revenue over expenses and disbursements | | | 2,427,342. | | |
| b Net investment income (if negative, enter -0-) | | | | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

**The Frederic C. Hamilton
Family Foundation**

54-2099318

Page 2

| Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small> | | Beginning of year | End of year | |
|--|---|---|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 141,108. | 46,630. | 46,630. |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U S and state government obligations | | | |
| | b Investments - corporate stock Stmt 8 | 15,034,672. | 15,569,635. | 23,822,836. |
| | c Investments - corporate bonds | | | |
| | Liabilities | 11 Investments - land, buildings, and equipment basis ▶ | | |
| Less accumulated depreciation ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other Stmt 9 | | 14,680,680. | 10,944,578. | 11,171,720. |
| 14 Land, buildings, and equipment basis ▶ | | | | |
| Less accumulated depreciation ▶ | | | | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | | 29,856,460. | 26,560,843. | 35,041,186. |
| 17 Accounts payable and accrued expenses | | | | |
| 18 Grants payable | | | | |
| Net Assets or Fund Balances | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶) | | | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 0. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 29,856,460. | 26,560,843. | |
| 30 Total net assets or fund balances | 29,856,460. | 26,560,843. | | |
| 31 Total liabilities and net assets/fund balances | 29,856,460. | 26,560,843. | | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | |
|---|---|--------------|
| 1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 29,856,460. |
| 2 Enter amount from Part I, line 27a | 2 | <3,295,617.> |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 26,560,843. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 26,560,843. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| 1a | | | |
| b See Attached Statement | | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e 4,854,495. | | 2,646,738. | 2,207,757. |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | 2,207,757. |

| | | | |
|---|---|---|------------|
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | 2,207,757. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 | { } | 3 | N/A |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2013 | 270,362. | 36,777,502. | .007351 |
| 2012 | 1,191,617. | 35,334,096. | .033724 |
| 2011 | 7,094,078. | 37,612,377. | .188610 |
| 2010 | 781,217. | 39,853,805. | .019602 |
| 2009 | 2,339,200. | 34,507,048. | .067789 |

| | | |
|--|---|-------------|
| 2 Total of line 1, column (d) | 2 | .317076 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | .063415 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | 4 | 35,969,546. |
| 5 Multiply line 4 by line 3 | 5 | 2,281,009. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 24,273. |
| 7 Add lines 5 and 6 | 7 | 2,305,282. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 5,656,281. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

The Frederic C. Hamilton
Family Foundation

Form 990-PF (2014)

54-2099318 Page 4

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

| | | | |
|--|------------------|----|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions) | | 1 | 24,273. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 2 | 0. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | 3 | 24,273. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 3 Add lines 1 and 2 | | 5 | 24,273. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 Credits/Payments | | | |
| a 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a 40,765. | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d 1,671. | | |
| 7 Total credits and payments. Add lines 6a through 6d | | 7 | 42,436. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | | 8 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | 9 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | 10 | 18,163. |
| 11 Enter the amount of line 10 to be Credited to 2015 estimated tax | 18,163. Refunded | 11 | 0. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | X | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | X | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) CO | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

Form 990-PF (2014)

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>Not Applicable</u> | 13 | | X |
| 14 | The books are in care of ► <u>The Foundation</u> Telephone no ► <u>(303) 863-3000</u> Located at ► <u>1560 Broadway Suite 2200, Denver, CO</u> ZIP+4 ► <u>80202</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year | 15 | N/A | |
| 16 | At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ► | 16 | Yes | No |
| | | | | X |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

| | | Yes | No |
|-----|---|-----|----|
| 1a | During the year did the foundation (either directly or indirectly): | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here | N/A | |
| 1b | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? | 1c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a | At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A | 2b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) N/A | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? | 4b | X |

The Frederic C. Hamilton
Family Foundation

Form 990-PF (2014)

54-2099318

Page 6

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| See Statement 10 | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000

0

Form 990-PF (2014)

The Frederic C. Hamilton
Family Foundation

Form 990-PF (2014)

54-2099318

Page 7

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 N/A | |
| | |
| 2 | |
| | |
| | |
| 3 | |
| | |
| | |
| 4 | |
| | |
| | |

Part IX-B Summary of Program-Related Investments

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 N/A | |
| | |
| | |
| 2 | |
| | |
| | |
| All other program-related investments See instructions | |
| 3 | |
| | |
| | |
| Total. Add lines 1 through 3 | 0. |

Form 990-PF (2014)

Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

| | | | |
|---|--|----|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities | 1a | 31,982,121. |
| b | Average of monthly cash balances | 1b | 4,535,185. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 36,517,306. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 36,517,306. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 547,760. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 35,969,546. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 1,798,477. |

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

| | | | |
|----|--|----|------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 1,798,477. |
| 2a | Tax on investment income for 2014 from Part VI, line 5 | 2a | 24,273. |
| b | Income tax for 2014 (This does not include the tax from Part VI) | 2b | 778. |
| c | Add lines 2a and 2b | 2c | 25,051. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,773,426. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 1,773,426. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 1,773,426. |

Part XII**Qualifying Distributions** (see instructions)

| | | | |
|---|---|----|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 5,656,281. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 5,656,281. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 24,273. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 5,632,008. |

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2013 | (c) 2013 | (d) 2014 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7 | | | | 1,773,426. |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only | | | 0. | |
| b Total for prior years | | 0. | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | |
| a From 2009 | | | | |
| b From 2010 | | | | |
| c From 2011 | 4,940,380. | | | |
| d From 2012 | | | | |
| e From 2013 | | | | |
| f Total of lines 3a through e | 4,940,380. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 5,656,281. | | | | |
| a Applied to 2013, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2014 distributable amount | | | | 1,773,426. |
| e Remaining amount distributed out of corpus | 3,882,855. | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | 8,823,235. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instr | | | 0. | |
| f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 8,823,235. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010 | | | | |
| b Excess from 2011 | 4,940,380. | | | |
| c Excess from 2012 | | | | |
| d Excess from 2013 | | | | |
| e Excess from 2014 | 3,882,855. | | | |

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

- 3 Subtract line 20 from line 20.
Complete 3a, b, or c for the alternative test relied upon.
 - a "Assets" alternative test - enter
 - (1) Value of all assets
 - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
 - b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
 - c "Support" alternative test - enter
 - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
 - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
 - (3) Largest amount of support from an exempt organization
 - (4) Gross investment income

[illegible]

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

See Statement 11

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

- b. The form in which applications should be submitted and information and materials they should include

- c Any submission deadlines**

- d. Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV

Supplementary Information (continued)

3

Grants and Contributions Paid During the Year or Approved for Future Payment

| <div>Recipient</div> <div>Name and address (home or business)</div> | <div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div> | <div>Foundation status of recipient</div> | <div>Purpose of grant or contribution</div> | <div>Amount</div> |
|---|--|---|---|-----------------------|
| <div>a</div> <div>Paid during the year</div> | | | | |
| <div>See Schedule 1 Attached</div> | | | | <div>5,656,281.</div> |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| <div>Total</div> | | | <div>▶ 3a</div> | <div>5,656,281.</div> |
| <div>b</div> <div>Approved for future payment</div> | | | | |
| <div>None</div> | | | | |
| | | | | |
| | | | | |
| | | | | |
| <div>Total</div> | | | <div>▶ 3b</div> | <div>0.</div> |

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|---|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b If "Yes," complete the following schedule**

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A | | |
| | | |
| | | |
| | | |
| | | |

| | | | | | | | |
|-------------------------------|--|--|------------------------|--|----------------------|---|------|
| Sign Here | Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. | | | | | May the IRS discuss this return with the preparer shown below (see instr.)? <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| | Signature of officer or trustee <i>[Signature]</i> | | Date <i>11/02/2015</i> | | Title <i>TRUSTEE</i> | | |
| Paid Preparer Use Only | Print/Type preparer's name | | Preparer's signature | | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | Firm's name | | | | | Firm's EIN | |
| | Firm's address | | | | | Phone no | |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1a From Partnerships | P | | |
| b From Partnerships | P | | |
| c Other | P | | |
| d From Partnerships | P | | |
| e From Partnerships | P | | |
| f Brevan Howard Ltd | P | 10/30/09 | Various |
| g Convexity Capital Offshore | P | 02/13/06 | 06/30/14 |
| h Healthcor Offshore | P | 04/01/10 | 03/31/14 |
| i Newport Asia Institutional Fund | P | 05/01/07 | 03/31/14 |
| j Shepherd Investments International | P | 06/03/03 | Various |
| k Swiftcurrent Offshore | P | 01/02/02 | 10/14/14 |
| l Templeton Global Summit | P | 08/30/11 | 02/28/14 |
| m Tiger Asia Overseas | P | 02/01/02 | 09/29/14 |
| n Water Street International | P | 01/03/03 | 06/30/14 |
| o Northern Trust | | | Various |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 72,136. | | | 72,136. |
| b 495,810. | | | 495,810. |
| c | | 23. | <23.> |
| d | | | 0. |
| e | | | 0. |
| f 766,250. | | 612,874. | 153,376. |
| g 1,366,370. | | 668,615. | 697,755. |
| h 15,027. | | 17,398. | <2,371.> |
| i 511,840. | | 42,533. | 469,307. |
| j 25,642. | | | 25,642. |
| k 1,273. | | | 1,273. |
| l 1,124,123. | | 1,000,000. | 124,123. |
| m 12,461. | | | 12,461. |
| n 463,563. | | 299,190. | 164,373. |
| o | | 6,105. | <6,105.> |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-") |
|------------------------|--------------------------------------|---|--|
| a | | | 72,136. |
| b | | | 495,810. |
| c | | | <23.> |
| d | | | 0. |
| e | | | 0. |
| f | | | 153,376. |
| g | | | 697,755. |
| h | | | <2,371.> |
| i | | | 469,307. |
| j | | | 25,642. |
| k | | | 1,273. |
| l | | | 124,123. |
| m | | | 12,461. |
| n | | | 164,373. |
| o | | | <6,105.> |

| | | |
|---|---|------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } | 2 | 2,207,757. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A |

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

| (a) Description of Property | | Manner Acquired | Date Acquired | Date Sold |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| From Partnerships | | Purchased | | |
| (b) Gross Sales Price | (c) Cost or Other Basis | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss |
| 72,136. | 0. | 0. | 0. | 72,136. |

| (a) Description of Property | | Manner Acquired | Date Acquired | Date Sold |
|--------------------------------|-------------------------------|---------------------------|------------------|---------------------|
| From Partnerships | | Purchased | | |
| (b) Gross Sales Price | (c) Cost or Other Basis | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss |
| 495,810. | 0. | 0. | 0. | 495,810. |

| (a) Description of Property | | Manner Acquired | Date Acquired | Date Sold |
|--------------------------------|---------------------------------|---------------------------|------------------|---------------------|
| Other | | Purchased | | |
| (b) Gross Sales Price | (c) Value at Time of Acq. | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss |
| 0. | 23. | 0. | 0. | <23.> |

| (a) Description of Property | | | Manner Acquired | Date Acquired | Date Sold |
|--------------------------------|-------------------------------|---------------------------|--------------------|---------------------|-----------|
| From Partnerships | | | Purchased | | |
| (b) Gross Sales Price | (c) Cost or Other Basis | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss | |
| 0. | 3,980. | 0. | 0. | <3,980.> | |

| (a) Description of Property | | | Manner Acquired | Date Acquired | Date Sold |
|--------------------------------|-------------------------------|---------------------------|--------------------|---------------------|-----------|
| From Partnerships | | | Purchased | | |
| (b) Gross Sales Price | (c) Cost or Other Basis | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss | |
| 0. | <14,939.> | 0. | 0. | 14,939. | |

| (a) Description of Property | | | Manner Acquired | Date Acquired | Date Sold |
|--------------------------------|---------------------------------|---------------------------|--------------------|---------------------|-----------|
| Brevan Howard Ltd | | | Purchased | 10/30/09 | Various |
| (b) Gross Sales Price | (c) Value at Time of Acq. | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss | |
| 766,250. | 612,874. | 0. | 0. | 153,376. | |

| (a) Description of Property | | | Manner Acquired | Date Acquired | Date Sold |
|--------------------------------|---------------------------------|---------------------------|--------------------|---------------------|-----------|
| Convexity Capital Offshore | | | Purchased | 02/13/06 | 06/30/14 |
| (b) Gross Sales Price | (c) Value at Time of Acq. | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss | |
| 1,366,370. | 668,615. | 0. | 0. | 697,755. | |

| (a) Description of Property | (b) Gross Sales Price | (c) Value at Time of Acq. | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| Healthcor Offshore | 15,027. | 17,398. | 0. | 0. | <2,371.> |

| (a) Description of Property | (b) Gross Sales Price | (c) Value at Time of Acq. | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss |
|---------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| Newport Asia Institutional Fund | 511,840. | 42,533. | 0. | 0. | 469,307. |

| (a) Description of Property | (b) Gross Sales Price | (c) Cost or Other Basis | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss |
|------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| Shepherd Investments International | 25,642. | 0. | 0. | 0. | 25,642. |

| (a) Description of Property | (b) Gross Sales Price | (c) Cost or Other Basis | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| Swiftcurrent Offshore | 1,273. | 0. | 0. | 0. | 1,273. |

| (a) Description of Property | (b) Gross Sales Price | (c) Value at Time of Acq. | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| Templeton Global Summit | 1,124,123. | 1,000,000. | 0. | 0. | 124,123. |

| (a) Description of Property | (b) Gross Sales Price | (c) Cost or Other Basis | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| Tiger Asia Overseas | 12,461. | 0. | 0. | 0. | 12,461. |

| (a) Description of Property | (b) Gross Sales Price | (c) Value at Time of Acq. | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| Water Street International | 463,563. | 299,190. | 0. | 0. | 164,373. |

| (a) Description of Property | (b) Gross Sales Price | (c) Value at Time of Acq. | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| Northern Trust | 0. | 6,105. | 0. | 0. | <6,105.> |

| | |
|---------------------------------------|------------|
| Capital Gains Dividends from Part IV | 0. |
| Total to Form 990-PF, Part I, line 6a | 2,218,716. |

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

| Source | (a) Revenue Per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| From Partnerships | 60,739. | 56,363. | |
| From Partnerships | 4,376. | 4,376. | |
| Other | 22,880. | 22,880. | |
| Total to Part I, line 3 | 87,995. | 83,619. | |

Form 990-PF Dividends and Interest from Securities Statement 3

| Source | Gross Amount | Capital Gains Dividends | (a) Revenue Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income |
|-------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| From Partnerships | 68,592. | 0. | 68,592. | 66,853. | |
| From Partnerships | 1,739. | 0. | 1,739. | 1,739. | |
| To Part I, line 4 | 70,331. | 0. | 70,331. | 68,592. | |

Form 990-PF Other Income Statement 4

| Description | (a) Revenue Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| Ordinary Income from Partnerships | 128,019. | 135,806. | |
| Ordinary Income from Partnerships | <7,788.> | <7,788.> | |
| Total to Form 990-PF, Part I, line 11 | 120,231. | 128,018. | |

| Form 990-PF | Other Professional Fees | | | Statement | 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes | |
| Investment Management Fees | 7,085. | 7,085. | | 0. | |
| Other Management Fees | 40,253. | 40,188. | | 0. | |
| To Form 990-PF, Pg 1, ln 16c | 47,338. | 47,273. | | 0. | |

| Form 990-PF | Taxes | | | Statement | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes | |
| U.S. Excise Tax | 75,900. | 0. | | 0. | |
| Foreign Tax Paid | 1,789. | 1,789. | | 0. | |
| To Form 990-PF, Pg 1, ln 18 | 77,689. | 1,789. | | 0. | |

| Form 990-PF | Other Expenses | | | Statement | 7 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes | |
| Other Expenses | 86. | 86. | | 0. | |
| To Form 990-PF, Pg 1, ln 23 | 86. | 86. | | 0. | |

| Form 990-PF | Corporate Stock | | Statement | 8 |
|-------------------------------------|-----------------|----------------------|-----------|---|
| Description | Book Value | Fair Market Value | | |
| AKO Fund Ltd | 1,000,000. | 1,124,309. | | |
| Arisaig Global Emerging Markets Ltd | 300,000. | 288,936. | | |
| Bay Pond Offshore | 500,000. | 739,412. | | |
| Brevan Howard Credit Catalysts | 980,000. | 1,318,910. | | |
| Brevan Howard Ltd. | 0. | 0. | | |
| CamCap Energy | 282,591. | 40,985. | | |

| | | |
|---|-------------|-------------|
| CamCap Resources | 481,687. | 44,049. |
| Camber Capital Offshore | 400,000. | 693,356. |
| Coatue Offshore Fund | 850,000. | 1,275,686. |
| Convexity Cap | 0. | 1,469,763. |
| Davidson Kempner International Ltd | 1,000,000. | 1,001,792. |
| Discovery Global | 500,000. | 707,687. |
| Healthcor Offshore | 0. | 0. |
| Laurion Captial | 7,363. | 110,293. |
| LKCM Investment Partnership | 1,010,009. | 1,190,188. |
| Lone Savin | 500,000. | 522,339. |
| Maple Leaf | 24,321. | 3,392. |
| New Generation Turnaround Fund | 1,000,000. | 1,008,196. |
| OrbiMed Partners | 300,000. | 495,344. |
| OZ Europe Overseas Fund II | 64,932. | 998. |
| OZ Overseas Fund Ltd. | 550,000. | 1,473,690. |
| Redwood Opportunity Fund | 463,364. | 745,774. |
| Rose Grove Offshore | 900,000. | 987,862. |
| Sandstone Capital India Offshore | 247,238. | 23,681. |
| Sowood Alpha Fund | 349,023. | 3,167. |
| Steadfast International | 1,000,000. | 1,502,353. |
| Steelmill Fund | 1,000,000. | 1,369,252. |
| Templeton Global Summits | 0. | 0. |
| Tessera Offshore Fund Ltd | 500,000. | 516,875. |
| Tiger Global Investment Partnership IX LP | 58,370. | 58,220. |
| Tiger Global Long | 850,000. | 988,611. |
| Viking Global Equities III | 450,737. | 1,745,169. |
| Water Street | 0. | 0. |
| Lone Pinon | 0. | 372,320. |
| Shepherd Investments International Ltd | 0. | 12,829. |
| Swiftcurrent Offshore | 0. | 5,584. |
| Tiger Asia Overseas | 0. | 3,081. |
| Tiger Global Ltd | 0. | 1,978,733. |
| Total to Form 990-PF, Part II, line 10b | 15,569,635. | 23,822,836. |

| | | | |
|-------------|-------------------|-----------|---|
| Form 990-PF | Other Investments | Statement | 9 |
|-------------|-------------------|-----------|---|

| Description | Valuation Method | Book Value | Fair Market Value |
|--|------------------|-------------|-------------------|
| Clayton Dubilier and Rice | FMV | 71,794. | 133,834. |
| Denham Commodity Partner Fund IV | FMV | 274,780. | 267,120. |
| Heron Income Fund LP | FMV | 748,411. | 763,047. |
| Highfields Capital | FMV | 1,121,472. | 1,098,003. |
| King Street | FMV | 2,919,301. | 3,436,304. |
| Lone Cascade | FMV | 82,531. | 92,241. |
| Northern Trust Bonds | FMV | 2,301,699. | 2,266,682. |
| Palo Alto Fund II | FMV | 383,490. | 122,956. |
| Pinetree FF | FMV | 1,543,377. | 1,524,521. |
| Pinetree Financial LLC | FMV | 88,458. | 88,459. |
| Remington Investment Strategies | FMV | 1,409,265. | 1,378,553. |
| Total to Form 990-PF, Part II, line 13 | | 10,944,578. | 11,171,720. |

Form 990-PF Part VIII - List of Officers, Directors Statement 10
Trustees and Foundation Managers

| Name and Address | Title and Avrg Hrs/Wk | Compen- sation | Employee Ben Plan Expense Contrib Account |
|---|---------------------------|-------------------|---|
| Frederic C. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202 | Grantor & Trustee 0.00 | 0. | 0. 0. |
| Jane M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202 | Trustee 0.00 | 0. | 0. 0. |
| Christy Hamilton McGraw 1560 Broadway Suite 2200 Denver, CO 80202 | Trustee 0.00 | 0. | 0. 0. |
| Frederic C. Hamilton, Jr. 1560 Broadway Suite 2200 Denver, CO 80202 | Trustee 0.00 | 0. | 0. 0. |
| Crawford M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202 | Trustee 0.00 | 0. | 0. 0. |
| Thomas M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202 | Trustee 0.00 | 0. | 0. 0. |
| Totals included on 990-PF, Page 6, Part VIII | | 0. | 0. 0. |

Form 990-PF Part XV - Line 1a Statement 11
List of Foundation Managers

Name of Manager

Frederic C. Hamilton
Jane M. Hamilton

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2014

| Recipient Name & Purpose of Contribution, if Specified | <u>Recipient Street Address</u> | <u>City/State/Zip</u> | <u>Amount</u> |
|---|--|------------------------------|----------------------|
| 1000 Friends of Florida PO Box 5948 | | Tallahassee, FL 32314-5948 | 3,500 |
| 564 Park Avenue Preservation Foundation | 564 Park Avenue | New York, NY 10065 | 2,500 |
| ACE Scholarships 1201 E. Colfax Avenue, Suite 302 | | Denver, CO 80218 | 13,500 |
| Americans for the Arts Inc, BCA Ten 1000 Vermont Avenue, NW, 6th Fl | | Washington, DC 20005 | 23,750 |
| Atlantic Salmon Federation (U.S.) PO Box 807 | | Calais, ME 04619-0807 | 5,000 |
| Atlantic Salmon Federation (U.S.), Moise River PO Box 807 | | Calais, ME 04619-0807 | 7,500 |
| Babson College, Hamilton Scholarship Fund PO Box 57310 | | Babson Park, MA 02457-0310 | 200,000 |
| Babson College PO Box 57310 | | Babson Park, MA 02457-0310 | 6,000 |
| Baylor College of Medicine, Howell Chair Cardio-Vascular Surgery One Baylor Plaza, BCM160 | | Houston, TX 77030 | 250,000 |
| Boys & Girls Clubs of Metro Denver 2017 West 9th Avenue | | Denver, CO 80204 | 17,000 |
| Boys and Girls Clubs of Martin County PO Box 910 | | Hobe Sound, FL 33475 | 1,400 |
| Boy Scouts of America SFBAC, Distinguished Citizen Award 1001 Davis Street | | San Leandro, CA 94577 | 1,000 |

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2014

| Recipient Name & Purpose of Contribution, if Specified | <u>Recipient Street Address</u> | <u>City/State/Zip</u> | <u>Amount</u> |
|---|--|------------------------------|----------------------|
| Caesar Kleberg Wildlife Research Institute, General Fund c/o Texas A&M University Kingsville 700 University Blvd., MSC 218 | Kingsville, TX 78363-8202 | 6,000 | |
| Central City Opera 400 So. Colorado Blvd., #530 | Denver, CO 80246 | 10,000 | |
| Chosen & Dearly Loved Foundation 1400 Wewatta Street, Suite 900 | Denver, CO 80202 | 10,000 | |
| Colorado Historical Foundation, Make History Colorado Campaign 1200 Broadway | Denver, CO 80203 | 1,978,950 | |
| Colorado Rocky Mountain School, Annual Fund 1493 County Road 106 | Carbondale, CO 81623 | 10,000 | |
| Connecticut College 270 Mohegan Avenue | New London, CT 06320-4196 | 8,000 | |
| Conservation Fund 1942 Broadway Street, Suite 323 | Boulder, CO 80302 | 2,000 | |
| Delta Waterfowl Foundation PO Box 3128 | Bismarck, ND 58502 | 2,000 | |
| Denver Area Council Boy Scouts of America, Character Campaign 10455 W. 6th Avenue, Suite 100 | Denver, CO 80215 | 40,000 | |
| Denver Area Council Boy Scouts of America, Urban Scout Family Center 10455 W. 6th Avenue, Suite 100 | Denver, CO 80215-5633 | 1,000,000 | |
| Denver Art Museum 100 West 14th Avenue Parkway | Denver, CO 80204 | 8,000 | |
| Denver Art Museum, Office Building 100 West 14th Avenue Parkway | Denver, CO 80204 | 700,000 | |
| Denver Art Museum, Collectors' Choice 100 West 14th Avenue Parkway | Denver, CO 80204 | 97,200 | |

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2014

| Recipient Name & Purpose of Contribution, if Specified | | Amount |
|---|--------------------------|---------------|
| <u>Recipient Street Address</u> | <u>City/State/Zip</u> | |
| Denver Art Museum, DAM Uncorked 100 West 14th Avenue Parkway | Denver, CO 80204 | 8,140 |
| Denver Art Museum, General Exhibition & Programs 100 West 14th Avenue Parkway | Denver, CO 80204 | 100,000 |
| Denver Art Museum, Passport to Paris 100 West 14th Avenue Parkway | Denver, CO 80204 | 14,000 |
| Denver Botanic Gardens 909 York Street | Denver, CO 80206-3799 | 5,000 |
| Denver Dumb Friends League 2080 So. Quebec Street | Denver, CO 80231-3298 | 2,000 |
| Denver Museum of Nature & Science, Dinosaur Gulch 2001 Colorado Blvd | Denver, CO 80205 | 250,000 |
| Doe Fund 232 East 84th Street | New York, NY 10028 | 1,000 |
| Ducks Unlimited, Inc. One Waterfowl Way | Memphis, TN 38120-2351 | 5,000 |
| Eaglebrook School Pine Nook Road | Deerfield, MA 01342 | 5,000 |
| Evans Scholars Foundation, BMW Championship 1 Briar Road | Golf, IL 60029 | 25,000 |
| Fishers Island Community Center Box 464 | Fishers Island, NY 06390 | 7,000 |
| Fishers Island Conservancy PO Box 553 | Fishers Island, NY 06390 | 800 |
| Fishers Island Fire Department PO Box 123 | Fishers Island, NY 06390 | 600 |
| Fishers Island People's Project PO Box 523 | Fishers Island, NY 06390 | 200 |

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2014

| Recipient Name & Purpose of Contribution, if Specified | <u>Recipient Street Address</u> | <u>City/State/Zip</u> | <u>Amount</u> |
|---|--|------------------------------|----------------------|
| Freedom Institute Inc. | 515 Madison Avenue, 26th Floor | New York, NY 10022 | 1,000 |
| George Washington's Fredericksburg Foundation | 1201 Washington Avenue | Fredericksburg, VA 22401 | 8,500 |
| Graland Country Day School, Annual Fund | 55 Clermont Street | Denver, CO 80220 | 35,000 |
| Graland Country Day School, Graland Campaign | 55 Clermont Street | Denver, CO 80220 | 8,000 |
| Graland Country Day School, Parent Association Eagle Nest Egg | 55 Clermont Street | Denver, CO 80220 | 1,500 |
| Guardians of Martin County | PO Box 1489 | Hobe Sound, FL 33475 | 2,000 |
| Heritage Foundation | 214 Massachusetts Avenue NE | Washington, DC 20002 | 400 |
| Hobe Sound Community Chest | PO Box 511 | Hobe Sound, FL 33475-0511 | 1,000 |
| Hobe Sound Nature Center | PO Box 214 | Hobe Sound, FL 33475 | 400 |
| Horizons at Colorado Academy | 3800 So. Pierce Street | Denver, CO 80235 | 300 |
| Independence Institute | 13952 Denver West Parkway, Ste 400 | Golden, CO 80401-3141 | 500 |
| Island Health Project, Inc. | PO Box 344 | Fishers Island, NY 06390 | 1,950 |
| Junior Achievement, Colo Business Hall of Fame | 1445 Market Street, Suite 200 | Denver, CO 80202 | 5,500 |

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2014

| Recipient Name & Purpose of Contribution, if Specified | | Amount |
|--|---------------------------|---------------|
| <u>Recipient Street Address</u> | <u>City/State/Zip</u> | |
| Jupiter Island Medical Clinic 100 Estrada Square | Hobe Sound, FL 33455 | 2,000 |
| Jupiter Medical Center Foundation 1210 South Old Dixie Highway | Jupiter, FL 33458-9972 | 1,000 |
| Kent Denver School 4000 East Quincy Avenue | Englewood, CO 80110-9908 | 4,500 |
| Kieve-Wavus Education Inc., Annual Fund PO Box 169 | Nobleboro, ME 04555 | 200 |
| KIPP San Antonio 731 Fredericksburg Rd. | San Antonio, TX 78201 | 10,000 |
| Lawrence & Memorial Hospital, Development Fund 365 Montauk Avenue | New London, CT 06320-9951 | 500 |
| Lawrenceville School, Lawrenceville Fund PO Box 6125 | Lawrenceville, NJ 08648 | 2,000 |
| Memorial Sloan-Kettering, Special Projects 1233 York Avenue | New York, NY 10021 | 3,000 |
| Millbrook School, Annual Fund School Road | Millbrook, NY 12545 | 9,000 |
| Mizel Museum 400 South Kearney Street | Denver, CO 80224 | 3,000 |
| National Audubon Society, Birdathon 613 Riversville Road | Greenwich, CT 06831 | 471 |
| National Gallery of Art, Collectors Committee 2000B South Club Dr. | Landover, MD 20785 | 30,000 |
| National Gallery of Art, The Circle 2000B South Club Dr. | Landover, MD 20785 | 20,000 |

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2014

| Recipient Name & Purpose of Contribution, if Specified | | Amount |
|--|--------------------------|---------------|
| <u>Recipient Street Address</u> | <u>City/State/Zip</u> | |
| National Jewish Health, Beaux Arts Ball 1400 Jackson Street | Denver, CO 80206 | 10,000 |
| National Jewish Health, Research Personalized Medicine 1400 Jackson Street | Denver, CO 80206 | 5,000 |
| National Tay-Sachs & Allied Diseases NY Area, Lord Restricted Fund 1202 Lexington Avenue, Suite 288 | New York, NY 10028 | 1,000 |
| National Western Stock Show Assn, Citizen of the West 4655 Humboldt Street | Denver, CO 80216-2818 | 14,800 |
| Navy SEAL Foundation 1619 D Street, Bldg 5326 | Virginia Beach, VA 23459 | 400 |
| Operation Comfort 4900 Broadway, #100 | San Antonio, TX 78209 | 200 |
| Park People 1510 S. Grant Street | Denver, CO 80210 | 2,000 |
| Planned Parenthood of the Rocky Mountains 7155 E. 38th Avenue | Denver, CO 80207 | 200 |
| Pomfret School PO Box 128 | Pomfret, CT 06258-0128 | 3,000 |
| Rhodes College 2000 N. Parkway | Memphis, TX 38112 | 10,000 |
| Robin Hood Foundation 826 Broadway, 9th Floor | New York, NY 10003 | 1,875 |
| Rocky Mountain Hyperbaric Assoc. for Brain Injuries 225 So. Boulder Road, Suite 101 | Louisville, CO 80027 | 200 |
| Rocky Mountain PBS PO Box 173704 | Denver, CO 80217 | 400 |

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2014

| Recipient Name & Purpose of Contribution, if Specified | | |
|---|----------------------------|---------------|
| <u>Recipient Street Address</u> | <u>City/State/Zip</u> | <u>Amount</u> |
| Saint Mary's Hall PO Box 33430 | San Antonio, TX 78265-9974 | 1,000 |
| Salisbury School 251 Canaan Road | Salisbury, CT 06068 | 6,000 |
| Seeds of Hope 1300 South Steele Street | Denver, CO 80210-2599 | 10,500 |
| Smithsonian Institution, Alumni Bd Annual Giving 1000 Jefferson Drive, SW, 4th Fl, PO Box 37012, MRC 035 | Washington, DC 20013-7012 | 10,000 |
| St. Luke's Episcopal School 15 St. Luke's Lane | San Antonio, TX 78209 | 1,000 |
| St. Mary's Academy 4545 So. University Blvd. | Englewood, CO 80113-6059 | 3,000 |
| St. Paul's School 325 Pleasant Street | Concord, NH 03301-2591 | 30,000 |
| St. Timothy's School 8400 Greenspring Avenue | Stevenson, MD 21153 | 2,000 |
| Student Sponsor Partners 424 Madison Avenue, Suite 1002, | New York, NY 10017 | 425 |
| St. Jude Children's Research Hospital PO Box 167 | Memphis, TX 38101 | 50 |
| Susan Smith Blackburn Prize Inc c/o Mimi Kilgore 3239 Avalon Place | Houston, TX 77019 | 2,000 |
| Tall Timbers, Quail Initiative 13093 Henry Beadel Drive | Tallahassee, FL 32312-0918 | 3,500 |
| Texas Christian University, General Fund TCU Box 297440 | Ft. Worth, TX 76129 | 4,000 |

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2014

| Recipient Name & Purpose of Contribution, if Specified | | <u>Amount</u> |
|---|------------------------------|----------------------|
| <u>Recipient Street Address</u> | <u>City/State/Zip</u> | |
| The Peregrin Fund, General Fund World Center for Birds of Prey 5668 West Flying Hawk Lane | Boise, ID 83709 | 10,000 |
| Thomasville Antiques Show Foundation Inc. PO Box 1633 | Thomasville, GA 31799 | 1,000 |
| United States Seniors' Golf Association, USSGA Memorial Fund 49 Knollwood Road | Elmsford, NY 10523 | 1,000 |
| Univeristy of Colorado Foundation, CU Depression Center 13199 E. Montview Blvd., Ste 330, Mail Stop F550 | Aurora, CO 80045 | 9,670 |
| University of Colorado Foundation, Macular Degeneration Research 4740 Walnut Street | Boulder, CO 80301 | 100,000 |
| University of Colorado Foundation, Melanoma Study 4740 Walnut Street | Boulder, CO 80301 | 100,000 |
| University of Colorado Foundation, Center Women's Health Research Mail Stop A065 13001 East 17th Place | Aurora, CO 80045 | 400 |
| University of Denver Dept. 585 | Denver, CO 80291 | 4,000 |
| University of Denver, Capital Campaign Dept. 585 | Denver, CO 80291 | 10,500 |
| Univer, University of Denver, Academic Commons Penrose Library 2199 So. University Blvd. | Denver, CO 80208 | 100,000 |
| University of Denver, Chancellors Society 2199 South University Blvd. – MRB | Denver, CO 80208 | 6,000 |

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2014

| Recipient Name & Purpose of Contribution, if Specified | | |
|--|--------------------------|------------------------------|
| <u>Recipient Street Address</u> | <u>City/State/Zip</u> | <u>Amount</u> |
| University of Denver, Hamilton Collaborative: Visiting Artist Program 2190 E. Asbury Ave. | Denver, CO 80208 | 100,000 |
| University of Denver, Special Fund 2199 South University Blvd. – MRB | Denver, CO 80208 | 10,000 |
| US Sportmen's Alliance Foundation 801 Kingsmill Pkwy | Columbus, OH 43229 | 1,000 |
| Utah Wetlands Foundation 136 South Main Street, #418 | Salt Lake City, UT 84101 | 1,000 |
| Vail Valley Foundation, Vail Global Energy Forum 887 Lake Creek Road | Edwards, CO 81632 | 50,000 |
| Wake Forest University Box 7227 | Winston-Salem, NC 27109 | 25,000 |
| Walsh Park Benevolent Corporation PO Box 684 | Fishers Island, NY 06390 | 200 |
| Weill Cornell Medical College, Sekou Toure Burn Unit 1300 York Avenue Box 314 | New York, NY 10065 | 10,000 |
| World Monuments Fund 350 Fifth Avenue, Suite 2412 | New York, NY 10118 | 10,000 |
| Wounded Warrior Project WWP National Processing Center PO Box 758516 | Topeka, KS 66675-8516 | 5,000 |
| Yale Trap and Skeet Club Yale University, Dept. of Athletics PO Box 208216 | New Haven, CT 06520-8216 | 200 |
| | | <u>\$5,656,281.00</u> |